UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL

OMB Number: Expires:

3235-0076

April 30, 2008

· · · · · · · · · · · · · · · · · · ·										
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private Placement of Series A-2 Convertible Preferred Stock (Exercise of Warrants)										
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☒ Ru	ile 506								
Type of Filing: New Filing	☐ Amendment									
	A. BASIC IDENTIFICATION DATA									
1. Enter the information requested about th	e issuer ·									
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)										
XVD Corporation										
Address of Executive Offices	Telephone Number (Including Area Code)									
71A Vista Montana, San Jose, CA. 95134 (408) 325-8800										
Address of Principal Business Operations	(Number and Street, City State, Zip Day)	Telephone Number (Including Area Code)								
(if different from Executive Offices)		ACOSED								
Brief Description of Business	UEC	1 5 2006 E								
Real-time encoding and streaming so	IUUUUS	·								
Type of Business Organization	THO	MSON								
	☐ limited partnership, already formed FINA	NCIAD other (please specify):								
☐ business trust	☐ limited partnership, to be formed									
	Month Year									
Actual or Estimated Date of Incorporation o	r Organization: 1 0 0 3	☑ Actual ☐ Estimated								
Jurisdiction of Incorporation or Organization	n: (Enter two-letter U.S. Postal Service ab	obreviation for State:								
	CN for Canada; FN for other foreign ju	risdiction)								

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

•	Each pron	noter of the issu	er, if the issuer has been	organized within the pas	t five years;		
•	Each bene of equity s	ficial owner have curities of the	ving the power to vote or issuer;	r dispose, or direct the vo	ete or disposition	of, 1	10% more of a class
•		utive officer and p issuers; and	d director of corporate is	suers and of corporate ge	eneral and manag	ging	partners of
•	Each gene	ral and managin	ng partner of partnership	issuers.			
Check Box(es) th	nat Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last	name first,	if individual)				.,	
Dunford, Ke				<u> </u>			
		•	d Street, City, State, Zip	Code)			
		n Jose, CA. 95					
Check Box(es) th		☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last		if individual)	a t				
Lam, Joseph.] - 122					
		•	d Street, City, State, Zip	Code)			# **
		ın Jose, CA. 95		· · · · · · · · · · · · · · · · · · ·			4 4
Check Box(es) th		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director		General and/or Managing Partner
Full Name (Last	name first, i	f individual)					
Isono, Masa	<u> </u>						
		•	Street, City, State, Zip	Code)			
		n Jose, CA. 95					
Check Box(es) th		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director		General and/or Managing Partner
Full Name (Last i	name first, i	f individual)	er en	en e			
Hara, George					··· ·		
Business or Resid	lence Addre	ss (Number and	Street, City, State, Zip	Code)			4
		n Jose, CA. 951	134	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
Check Box(es) th			☑ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last r	name first, it	f individual)					
Technology A	dvisory Gro	ир					_
Business or Resid	lence Addre	ss (Number and	Street, City, State, Zip (Code)			
111 Pine St,	Suite 1410,	San Francisco	, CA. 94111				
Check Box(es) that	at Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last r	name first, if	individual)			···		
BHA Corpor		<u> </u>					
Business or Resid	ence Addres	ss (Number and	Street, City, State, Zip C	Code)			
Akatsuki No	3 Bldg. 13-	45 Toyotsucho,	SuitaCity, Osaka. Jap	an. 564-0051			
Check Box(es) N0ply:	that Ap	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last n	ame first, if	individual)					
Defta Corpo	rate Capita	l III, LP					
Business or Reside	ence Addres	ss (Number and	Street, City, State, Zip C	Code)			···
111 Pine St,	Suite 1410,	San Francisco,	CA. 94111				
(Use blank sheet, or co	ppy and use add	ditional copies of th	is sheet, as necessary.)				

A. BASIC IDENTIFICATION DATA

2. Enter the information requested of the following:

	- 4			B. :]	<u>INFORM.</u>	ATION A	BOUT OF	<u>FERING</u>			. ×-	
1. Has t	he issuer s	old, or doe	s the issue	intend to	sell, to no	n-accredite	d investor	s in this of	ering?	Y	es 🗆	No ⊠
		·		Answer als	o in Appen	dix, Columr	2, if filing	under ULO	E.			
2. What	is the min	imum inve	stment tha	t will be a	ccepted fro	om any ind	ividual?		••••••	\$	7	N/A
3. Does	the offerin	ng permit j	oint owners	ship of a si	ingle unit?				•••••	Ye	es 🗵	No 🗆
simi an a: or d	lar remune ssociated pealer. If remation for	eration for person or a more than	uested for solicitation gent of a bi five (5) po er or dealer	of purcha oker or de crsons to l	isers in coi caler regist	nnection w ered with t	ith sales of he SEC an	f securities d/or with a	in the offe	ring. If a ates, list th	person to e name of	be listed is the broker
Full Nan	ne (Last na	me first, if	findividual)								
Business	or Resider	nce Addre	ss (Number	and Stree	t, City, Sta	ate, Zip Co	de)					
Name of	Associated	d Broker o	r Dealer								<u> </u>	· · · · · · · · · · · · · · · · · · ·
States in	Which Per	rson Listed	Has Solici	ited or Inte	ends to Sol	icit Purcha	sers					
			eck individ	r				••••••	••••		🗆 2	All States
AL 🗆	AK 🗆	AZ 🗆	AR □	CA 🗆	со 🗖	ст 🗆	DE 🗆	DC 🗆	FL 🗆	GA □	ні 🗖	ID 🗆
IL 🗆	IN 🗆	IA 🗆	ks □	KY □	LA 🗖	ME 🗖	MD 🗖	ма 🗖	мі 🗆	MN 🗖	MS □	мо 🗆
мт 🗆	NE 🗖	NV 🗖	NH 🗆	NJ 🔲	NM 🗆	NY 🗆	ис 🗆	ND 🗆	он 🗆	ок 🗆	OR 🗖	PA 🗖
RI 🗆 Full Nam	SC 🗆	SD □ me first, if	TN individual	TX 🗆	UT 🛮	VT 🗖	VA 🗆	WA 🗆	w 🗆	WI 🗆	WY 🗖	PR 🗆
	·											
Business	or Resider	nce Addres	s (Number	and Street	t, City, Sta	te, Zip Coo	ie)					
Name of	Associated	l Broker o	Dealer					·	<u>.</u>		<u></u>	
States in	Which Per	son Listed	Has Solici	ted or Inte	nds to Soli	icit Purcha	sers		· .			
			eck individ				•••••		***************************************		🗆 A	All States
AL 🗆	AK 🗆	AZ 🗆	AR 🗆	CA 🗆	со 🗆	ст 🗆	DE 🗖	DC 🗆	FL 🗖	GA □	ні 🗖	ID 🗆
ŧL □	IN 🗆	IA 🗖	ks □	KY 🗆	LA 🗖	WE 🗆	MD 🗆	ма 🗆	мі 🗅	MN 🗆	MS □	мо 🏻
мт 🗖	NE 🗆	NV 🗆	NH 🗆	ил 🗖	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗖	OR 🗖	PA 🗆
RI 🗖	sc 🗆	SD 🗖	TN 🗖	тх 🗆	UT 🗆	VT 🗆	VA 🗆	WA 🗆	w D	WI 🗆	WY 🗆	PR 🗆
ruli Nam	e (Last nar	ne first, if	indiviđual)									
Business	or Residen	ce Addres:	s (Number	and Street	, City, Stat	te, Zip Cod	le)	u ž i. i				
Name of A	Associated	Broker or	Dealer	<u> </u>							<u>, ,</u>	
States in V	Which Pers	son Listed	Has Solicit	ed or Inter	nds to Soli	cit Purchas	ers					
(Chec	k "All Sta	tes" or che	ck individu	ıal states)		***************************************		*************			🗆 А	Il States
AL 🔲	AK 🗆	AZ 🗖	AR 🗆	CA 🗆	со 🗆	ст 🗆	DE 🗖	DC 🗆	FL 🗆	GA □	ні 🗖	ID 🗖
IL 🗆	IN 🗆	IA 🗆	ks □	KY 🗆		ME 🗆	MD 🗖	ма 🗆	мі 🗆	MN 🗆	MS □	мо 🗆
MT 🗆	NE 🗆	NV 🗖	ин 🗆	NJ 🗖	NM 🗆	NY 🗆	NC 🗖	ND 🗖	он 🗆	ок 🗆	OR 🗆	PA 🗖
RI 🗖	sc 🗆	\$D □	TN 🗆	тх 🗆	UT 🗖	VT 🔲	VA 🗆	wa 🗆	wv 🗖	wi 🗆	wy 🗆	PR 🗆

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an					
	exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.					
	Type of Security		Aggregate Offering Price		A	mount Already Sold
	•	er.	•	,	æ	
•	Debt	2	0		\$	0
	Equity □ Common ⊠ Preferred	3	\$2,840,000		\$	\$2,840,000
		•	0		æ	•
	Convertible Securities (including warrants)	\$	- 0		\$	0
	Partnership Interests	\$	0		\$	0
	Other (Specify)				\$	0
	Total	\$	\$2,840,000		\$	\$2,840,000
	Answer also in Appendix, Column 3, if filing under ULOE.					
۷.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."					Aggregate
		Nu	mber Investo	гs		Oollar Amount of Purchases
	Accredited Investors		2		\$	\$2,840,000
	Non-accredited Investors		0	_	\$	0
	Total (for filings under Rule 504 only)				\$	
	Answer also in Appendix, Column 4, if filing under ULOE.		•	_		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.					
	Type of Offering		Type of		D	ollar Amount
			Security		_	Sold
	Rule 505			_	\$.	
	Regulation A			_	\$ -	
	Rule 504			_	\$ -	· · · · · · · · · · · · · · · · · · ·
	Total				\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•				
	Transfer Agent's Fees		□)	\$	
	Printing and Engraving Costs			1	\$ -	
	Legal Fees			3	\$ -	\$10,000
	Accounting Fees			1	\$	
	Engineering Fees)	\$	
	Sales Commissions (specify finders' fees separately)				s -	
	Other Expenses (identify)				s ⁻	
	Total				s -	\$10,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUM	BER OF INVESTORS, E.	YPE	49E9	AND USE OF P	KUU	LEDS	·				
 b. Enter the difference between the aggreg Part C - Question 1 and total expenses furn 4.a. This difference is the "adjusted gross pro 	ished in response to Part C	– Q	uestio	n		\$	\$2,830,000				
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.											
				Payments to Officers, Directors & Affiliates			Payments to Others				
Salaries and fees			\$		_ □	\$					
Purchase of real estate			\$_			\$					
Purchase, rental or leasing and installment of	machinery and equipment		\$ _		_ 🗆	\$					
Construction or leasing of plant buildings and		\$		_ 🗆	\$						
Acquisition of other businesses (including involved in this offering that may be used in securities of another issuer pursuant to a merg		\$_			\$						
Repayment of indebtedness			\$_			\$					
Working capital			\$_		_ 🗆	\$					
Other (specify): Cashless Exercise, shares	s of Series A-2 Preferred	X	_	2,830,000							
Stock were forfeited to pay the aggregate offer	ing price.		_		_						
			\$			\$					
Column Totals		X	\$	\$2,830,000	- 図	\$					
Total Payments Listed (column totals added)				⊠ \$	- \$2	2,830,0	000_				
	D. FEDERAL SIGNAT	URE			-						
The issuer has duly caused this notice to be signed the following signature constitutes an undertakin written request of its staff, the information furni Rule 502.	g by the issuer to furnish t	o the	U.S.	Securities and E	xchar	ige Co	mmission, upon				
Issuer (Print or Type)	Signature			Da	te]						
XVD Corporation					u [30	06				
Name of Signer (Print or Type)	Title of Signer (Print or Ty	ре)		•	i						
Keith Dunford	Chief Executive Offi	cer									
						•					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 p such rule?		Yes [٥	No l	X					
	Se	e Appendix, Colu	mn 5, for st	ate response.							
	2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.										
3.	. The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.										
4.	The undersigned issuer represents that the is Uniform Limited Offering Exemption (ULC) the availability of this exemption has the bu	E) of the state in	n which thi	s notice is	filed and under	stands tha				ng	
The	issuer has read this notification and knows th	e contents to be	true and h	as Oulv can	sed this notice	to be sign	ed on	ite he	half h	v the	
	rsigned duly authorized person.	o contents to to	7		sed uns notice	- Sign	cu On	. Its be	alair oʻ	y the	
Issue	er (Print or Type)	Signature	\ /			Date		\overline{I}			
2	XVD Corporation	/				1(36	106			
Nam	e (Print or Type)	Title (Print or	Type)			· · · · · · · · · · · · · · · · · · ·					
]	Keith Dunford	Chief Exc	ecutive Of	ficer							

E. STATE SIGNATURE

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

. :-					AI	PPENDIX			<u> </u>				
. [1	T	2	3	<u> </u>		4	<u> </u>	5				
,				Type of security		Disqualification under State							
1		Intend	i to seli	and aggregate	İ								
			ccredited	offering price			investor and		ULOE (if yes, attach				
			s in State	offered in State			rchased in State		explanation of waive				
_	<u> </u>	(Part B	-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		granted)	(Part E-			
	-•		}		Number of		Number of						
{	State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No			
	AL				Investors		TH VESCOIS	7741104111					
	AK							-					
Г	AZ								<u> </u>				
	AR				<u> </u>								
	CA		X	Preferred Stock	2	\$2,840,000	0	\$0		×			
_	CO												
	CT												
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